

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re	§	Chapter 11
COMPUTE NORTH HOLDINGS, INC., <i>et al.</i>,¹	§	Case No. 22-90273-MI
Debtors.	§	(Jointly Administered)

**ORDER SUSTAINING DEBTORS' FIRST OMNIBUS OBJECTION
TO CERTAIN PROOFS OF CLAIM
(AMENDED CLAIMS, DUPLICATE CLAIMS)**

Upon the *First Omnibus Objection to Certain Proofs of Claim (Amended Claims, Duplicate Claims)* (the “**Objection**”) of Compute North Holdings, Inc., and its above-captioned affiliates as debtors and debtors in possession (collectively, the “**Debtors**”) seeking entry of an order (this “**Order**”) disallowing: (i) the Duplicate Claims² identified on Schedule 1 to this Order; and (ii) the Amended Claims identified on Schedule 2 to this Order, all as more fully set forth in the Objection, the Court finds as follows:

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334;
- B. This Court may enter a final order with respect to this matter consistent with Article II of the United States Constitution;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms not otherwise defined herein shall be given the meaning assigned to them in the Objection.

- C. Venue of this proceeding is proper under 28 U.S.C. §§ 1408 and 1409;
- D. The relief requested in the Objection is in the best interests of the Debtors' estates, their creditors and other parties in interest;
- E. The notice of the Objection and opportunity for a hearing thereon provided by the Debtors was appropriate under the circumstances and no further notice need be provided.

The Court, having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing (if any) before the Court, and the Court having determined that the legal and factual bases set forth in the Objection and at the hearing (if any) establish just cause for the relief granted herein; and upon the Mersch Declaration; and upon all proceedings before the Court, after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED as follows:

1. Any response to the Objection not otherwise withdrawn, resolved or adjourned is hereby overruled on its merits.
2. The Duplicate Claims identified on Schedule 1 attached hereto are hereby disallowed in their entirety.
3. The Amended Claims identified on Schedule 2 attached hereto are hereby disallowed in their entirety.
4. The Clerk and Epiq Corporate Restructuring, LLC shall update the claims registers in these chapter 11 cases to reflect the relief granted in this Order.
5. This Order is without prejudice to the rights of the Debtors to object to any claim or interest on any ground whatsoever, including any surviving claim identified on Schedule 1 and Schedule 2, and the rights of the Debtors to make any and all further substantive or procedural objections are hereby preserved.

6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission to the validity of any claim against the Debtors' estates; (b) a waiver by the Debtors of their own or any plan administrator's or trustee's rights to dispute or object to any claim in accordance with their respective duties; or (c) an implication or admission that any particular claim is of a type specified or defined in the Objection or any order granting the relief requested in the Objection.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

8. This Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain exclusive jurisdiction with respect to all matters arising from or relating to the implementation, interpretation and enforcement of this Order.

Dated: _____, 2023

Marvin Isgur
United States Bankruptcy Judge

Schedule 1

(S) - Secured
 (A) - Administrative
 (B) - 503(b)(9)
 (P) - Priority
 (U) - Unsecured
 (T) - Total Claimed

Duplicate Claims

	Name/Address of Claimant	Objectionable Claims				Surviving Claims			
		Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	Claim Amount
1	ALDER BTC HOLDINGS LLC C/O POLSINELLI PC 2950 N HARWOOD ST, #2100 DALLAS, TX 75201	20	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$38,925.60 (U) \$38,925.60 (T)	10071	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$38,925.60 (U) \$38,925.60 (T)
2	ALDER OPPORTUNITY LP C/O POLSINELLI PC 2950 N HARWOOD ST, #2100 DALLAS, TX 75201	21	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$44,981.40 (U) \$44,981.40 (T)	10070	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$44,981.40 (U) \$44,981.40 (T)
3	ALDER SPV I LLC C/O POLSINELLI PC 2950 N HARWOOD ST, #2100 DALLAS, TX 75201	22	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$152,924.40 (U) \$152,924.40 (T)	10069	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$152,924.40 (U) \$152,924.40 (T)
4	BOBS LIMITED 2401 SASKATCHEWAN DR REGINA, SK S4P 4H8 CANADA	16	11/10/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$6,376,067.00 (U) \$6,376,067.00 (T)	14	11/8/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$6,376,067.00 (U) \$6,376,067.00 (T)
5	BOBS LIMITED 2401 SASKATCHEWAN DR REGINA, SK S4P 4H8 CANADA	30	11/22/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$6,376,067.00 (U) \$6,376,067.00 (T)	14	11/8/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$6,376,067.00 (U) \$6,376,067.00 (T)
6	COMMONWEALTH ELECTRIC CO OF THE MIDWEST ATTN BILLY J FRIESEN, CFO 3910 SOUTH ST LINCOLN, NE 68506	10083	11/22/2022	CN MINDEN LLC 22-90282	- (S) - (A) - (B) - (P) \$154,125.00 (U) \$154,125.00 (T)	10082	11/22/2022	CN DEVELOPMENTS LLC 22-90279	- (S) - (A) - (B) - (P) \$154,125.00 (U) \$154,125.00 (T)

* - Indicates claim contains unliquidated and/or undetermined amounts.

(S) - Secured
 (A) - Administrative
 (B) - 503(b)(9)
 (P) - Priority
 (U) - Unsecured
 (T) - Total Claimed

Duplicate Claims

	Name/Address of Claimant	Objectionable Claims				Surviving Claims			
		Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	Claim Amount
7	DAVIS POLK & WARDWELL LLP ATTN BRIAN M RESNICK 450 LEXINGTON AVE NEW YORK, NY 10017	10075	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$426,772.27 (U) \$426,772.27 (T)	10074	11/21/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$426,772.27 (U) \$426,772.27 (T)
8	DIGITAL ALCHEMY LLC ATTN RON COHEN 2408 NW 40TH CIR BOCA RATON, FL 33431	10066	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$141,622.20 (U) \$141,622.20 (T)	19	11/18/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$141,622.20 (U) \$141,622.20 (T)
9	GH EFFECT INC ATTN BRADLEY NOONAN 824-A LAKE AVE, #287 LAKE WORTH, FL 33460-3754	10068	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$62,166.00 (U) \$62,166.00 (T)	17	11/17/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$62,166.00 (U) \$62,166.00 (T)
10	HOWARD COUNTY TAX OFFICE C/O LAURA J MONROE PO BOX 817 LUBBOCK, TX 79408	6	10/19/2022	COMPUTE NORTH LLC 22-90275	\$6,124.12 (S) - (A) - (B) - (P) - (U) \$6,124.12 (T)	5	10/19/2022	COMPUTE NORTH LLC 22-90275	\$6,124.12 (S) - (A) - (B) - (P) - (U) \$6,124.12 (T)
11	NORTON, JEFFREY 229 WOODLAWN AVE SAINT PAUL, MN 55105	10116	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$100,000.00 (U) \$100,000.00 (T)	10114	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$100,000.00 (U) \$100,000.00 (T)
12	REVIVA INC C/O HINSHAW & CULBERTSON LLP 151 N FRANKLIN ST, STE 2500 CHICAGO, IL 60606	10128	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$250,000.00 (U) \$250,000.00 (T)*	10129	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$250,000.00 (U) \$250,000.00 (T)*

* - Indicates claim contains unliquidated and/or undetermined amounts.

(S) - Secured
 (A) - Administrative
 (B) - 503(b)(9)
 (P) - Priority
 (U) - Unsecured
 (T) - Total Claimed

Duplicate Claims

	Name/Address of Claimant	Objectionable Claims				Surviving Claims			
		Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	Claim Amount
13	SHIROLE, ROHIT C/O BASSFORD REMELE PA ATTN JEFFREY D KLOBUCAR 100 S 5TH ST, STE 1500 MINNEAPOLIS, MN 55402	10056	11/11/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) \$15,150.00 (P) \$23,958,574.53 (U) \$23,973,724.53 (T)*	10055	11/11/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) \$15,150.00 (P) \$23,958,574.53 (U) \$23,973,724.53 (T)*
14	STATE OF MINNESOTA DEPARTMENT OF REVENUE ATTN BKY PO BOX 64447 SAINT PAUL, MN 55164-0447	13	11/3/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) \$1,098.79 (P) - (U) \$1,098.79 (T)	11	10/31/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) \$1,098.79 (P) - (U) \$1,098.79 (T)
15	SUNBELT SOLOMON SERVICES LLC C/O MAYER BROWN LLP ATTN BRANDON RENKEN 700 LOUISIANA ST, STE 3400 HOUSTON, TX 77002	10138	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) \$1,215,697.50 (A) - (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)	10139	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) \$1,215,697.50 (A) - (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)
16	SUNBELT SOLOMON SERVICES LLC C/O MAYER BROWN LLP ATTN BRANDON RENKEN 700 LOUISIANA ST, STE 3400 HOUSTON, TX 77002	10142	11/23/2022	CN BIG SPRING LLC 22-90277	- (S) - (A) \$1,215,697.50 (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)	10139	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) \$1,215,697.50 (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)
17	SUNBELT SOLOMON SERVICES LLC C/O MAYER BROWN LLP ATTN BRANDON RENKEN 700 LOUISIANA ST, STE 3400 HOUSTON, TX 77002	10146	11/23/2022	CN KING MOUNTAIN LLC 22-90281	- (S) - (A) \$1,215,697.50 (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)	10139	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) \$1,215,697.50 (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)
18	SUNBELT SOLOMON SERVICES LLC C/O MAYER BROWN LLP ATTN BRANDON RENKEN 700 LOUISIANA ST, STE 3400 HOUSTON, TX 77002	10149	11/23/2022	COMPUTE NORTH TX06 LLC 22-90288	- (S) - (A) \$1,215,697.50 (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)	10139	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) \$1,215,697.50 (B) - (P) \$6,416,047.19 (U) \$7,631,744.69 (T)

* - Indicates claim contains unliquidated and/or undetermined amounts.

(S) - Secured
 (A) - Administrative
 (B) - 503(b)(9)
 (P) - Priority
 (U) - Unsecured
 (T) - Total Claimed

Duplicate Claims

Name/Address of Claimant	Objectionable Claims			Surviving Claims				
	Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	Claim Amount
Totals:	18 Claims			\$6,124.12 (S) \$1,215,697.50 (A) \$3,647,092.50 (B) \$16,248.79 (P) \$63,746,414.16 (U) \$68,631,577.07 (T)				\$6,124.12 (S) \$1,215,697.50 (A) \$3,647,092.50 (B) \$16,248.79 (P) \$63,746,414.16 (U) \$68,631,577.07 (T)

* - Indicates claim contains unliquidated and/or undetermined amounts.

Schedule 2

(S) - Secured
 (A) - Administrative
 (B) - 503(b)(9)
 (P) - Priority
 (U) - Unsecured
 (T) - Total Claimed

Amended Claims

	Name/Address of Claimant	Objectionable Claims			Surviving Claims				
		Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	
1	7575 MANAGEMENT LLC ATTN SPENCER BARRON 7575 CORPORATE WAY EDEN PRAIRIE, MN 55344	10004	10/4/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$80,194.53 (U) \$80,194.53 (T)	10019	10/19/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$103,887.11 (U) \$103,887.11 (T)
2	CULVER VENTURES LLC 5830 E 2ND ST, STE 7000-3771 CASPER, WY 82609	10141	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$42,663.00 (U) \$42,663.00 (T)	10145	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$42,663.00 (U) \$42,663.00 (T)
3	DE LETONA, SIRA CORBETTA LOPEZ SCHILLER 256, INT 402 POLANCO V, MIGUEL HIDALGO CDMX 11560 MEXICO	10009	10/7/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) \$11,696.67 (P) - (U) \$11,696.67 (T)	10010	10/7/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) \$11,696.67 (B) - (P) - (U) \$11,696.67 (T)
4	FOX MINING COMPANY LLC ATTN MARK FOX 1028 S DOGWOOD DR HARRISONBURG, VA 22801	10080	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$3,461.25 (U) \$3,461.25 (T)	10081	11/21/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$3,461.25 (U) \$3,461.25 (T)
5	HAYLO GROUP INC 701 TILLERY ST, #12, UNIT 100 AUSTIN, TX 78702	10140	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$139,364.40 (U) \$139,364.40 (T)	10147	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$139,364.40 (U) \$139,364.40 (T)
6	MIHAI, NELU 201 HARRISON ST, STE 210 SAN FRANCISCO, CA 94105	10025	10/21/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) \$153,000.00 (P) - (U) \$150,000.00 (T)*	10026	10/24/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$150,000.00 (U) \$150,000.00 (T)*

* - Indicates claim contains unliquidated and/or undetermined amounts.

(S) - Secured
 (A) - Administrative
 (B) - 503(b)(9)
 (P) - Priority
 (U) - Unsecured
 (T) - Total Claimed

Amended Claims

Name/Address of Claimant	Objectionable Claims				Surviving Claims			
	Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	Claim Amount
7 MVP LOGISTICS LLC C/O DEWITT LLP ATTN PATRICK C SUMMERS 901 MARQUETTE AVE, STE 2100 MINNEAPOLIS, MN 55402	10027	10/24/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	\$145,436.06 (S) - (A) - (B) - (P) - (U) \$145,436.06 (T)	10048	11/10/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	\$168,774.53 (S) - (A) - (B) - (P) - (U) \$168,774.53 (T)
8 NY STATE DEPT OF TAXATION AND FINANCE ATTN BANKRUPTCY PO BOX 5300 ALBANY, NY 12205-0300	10	11/1/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) \$1,750.08 (P) \$9,965.97 (U) \$11,716.05 (T)	38	12/5/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) \$2,500.38 (P) \$10,040.97 (U) \$12,541.35 (T)
9 OMNIFIC VENTURES INC 701 TILLERY ST, #12, UNIT 108 AUSTIN, TX 78702	10143	11/23/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$15,472.36 (U) \$15,472.36 (T)	10144	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$15,472.36 (U) \$15,472.36 (T)
10 RK MISSION CRITICAL LLC C/O PATRICK M HAINES 1712 PEARL ST BOULDER, CO 80302	26	11/20/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	\$19,346,527.00 (S) - (A) - (B) - (P) \$45,134,091.00 (U) \$64,480,618.00 (T)	27	11/20/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	\$19,346,527.00 (S) - (A) - (B) - (P) \$45,134,091.00 (U) \$64,480,618.00 (T)
11 TWC FINANCIAL LLC 701 TILLERY ST, STE 12, UNIT 99 AUSTIN, TX 78702	10084	11/22/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$7,795,335.36 (U) \$7,795,335.36 (T)	10136	11/23/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$11,763,924.21 (U) \$11,763,924.21 (T)
12 ULINE 12575 ULINE DR PLEASANT PRAIRIE, WI 53158	10000	9/28/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) \$41,408.67 (B) - (P) \$54,677.73 (U) \$96,086.40 (T)	10038	11/1/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$14,276.17 (U) \$14,276.17 (T)

* - Indicates claim contains unliquidated and/or undetermined amounts.

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 (P) - Priority
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 (T) - Total Claimed

Amended Claims

Name/Address of Claimant	Objectionable Claims				Surviving Claims			
	Claim #	Filed Date	Debtor/Case #	Claim Amount	Surviving Claim #	Filed Date	Debtor/Case #	Claim Amount
13 ULINE 12575 ULINE DR PLEASANT PRAIRIE, WI 53158	10038	11/1/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) - (B) - (P) \$14,276.17 (U) \$14,276.17 (T)	10039	11/1/2022	COMPUTE NORTH HOLDINGS, INC. 22-90273	- (S) - (A) \$5,872.57 (B) - (P) \$8,403.60 (U) \$14,276.17 (T)
14 ULUCK TECHNOLOGY PTE LTD 49 NORTHWEALD LN KINGSTON UPON THAMES KT2 5GN ENGLAND	10109	11/22/2022	COMPUTE NORTH LLC 22-90275	Undetermined*	10151	11/25/2022	COMPUTE NORTH LLC 22-90275	- (S) - (A) - (B) - (P) \$1,501,772.91 (U) \$1,501,772.91 (T)*
Totals:	14 Claims			\$19,491,963.06 (S) - (A) \$41,408.67 (B) \$166,446.75 (P) \$53,289,501.77 (U) \$72,986,320.25 (T)	\$19,515,301.53 (S) - (A) \$17,569.24 (B) \$2,500.38 (P) \$58,887,356.98 (U) \$78,422,728.13 (T)			

* - Indicates claim contains unliquidated and/or undetermined amounts.